

PRUDENTIAL FINANCIAL INC  
Form 8-K  
February 09, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**  
**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 9, 2016**

**PRUDENTIAL FINANCIAL, INC.**

**(Exact name of registrant as specified in its charter)**

**New Jersey**  
**(State or other jurisdiction**  
**of incorporation)**

**001-16707**  
**(Commission File**  
**Number)**  
**751 Broad Street**

**22-3703799**  
**(I.R.S. Employer**  
**Identification No.)**

**Newark, New Jersey 07102**

**(Address of principal executive offices and zip code)**

**(973) 802-6000**

**(Registrant's telephone number, including area code)**

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):**

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Election of New Directors**

On February 9, 2016, the Board of Directors of Prudential Financial, Inc. (the Company) elected Peter Rupert Lighte, George Paz and Michael A. Todman as independent directors. The appointments of Mr. Lighte and Mr. Todman are effective on March 8, 2016, and the appointment of Mr. Paz is effective on March 9, 2016. The Board has not determined on which committees the new directors will serve. Each new director is entitled to receive compensation as a non-employee director as described in the Non-Employee Director Compensation Summary included as Exhibit 10.21 to the Company's 2014 Annual Report on Form 10-K. A news release announcing their election is attached as Exhibit 99.1.

**2016 Annual Incentive Program**

Attached as Exhibit 10.1 and incorporated herein by reference are the Annual Incentive Payment Criteria for Executive Officers relating to annual incentive awards under the Company's Annual Incentive Program, effective for awards in 2016 in respect of 2015 and for subsequent years.

**2016 Long-Term Incentive Program**

Attached as Exhibit 10.2 and incorporated herein by reference is the Form of Terms and Conditions relating to awards to executive officers in 2016 under the Omnibus Incentive Plan of stock options, performance shares and performance units and book value units under the Company's 2016 Long-Term Incentive Program.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

The following exhibits are being filed as part of this Current Report on Form 8-K:

- 10.1 Annual Incentive Payment Criteria for Executive Officers effective for awards in 2016 in respect of 2015 and for subsequent years.
- 10.2 Form of Terms and Conditions relating to awards to executive officers in 2016 under the Omnibus Incentive Plan of stock options, performance shares and performance units and book value units under the 2016 Long-Term Incentive Program.
- 99.1 News release of Prudential Financial, Inc., dated February 9, 2016, announcing the election of three new directors.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 9, 2016

PRUDENTIAL FINANCIAL, INC.

By: /s/ Andrew Hughes

Name: Andrew Hughes

Title: Vice President and Assistant Secretary

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Annual Incentive Payment Criteria for Executive Officers effective for awards in 2016 in respect of 2015 and for subsequent years.
10.2	Form of Terms and Conditions relating to awards to executive officers in 2016 under the Omnibus Incentive Plan of stock options, performance shares and performance units and book value units under the 2016 Long-Term Incentive Program.
99.1	News release of Prudential Financial, Inc., dated February 9, 2016, announcing the election of three new directors.